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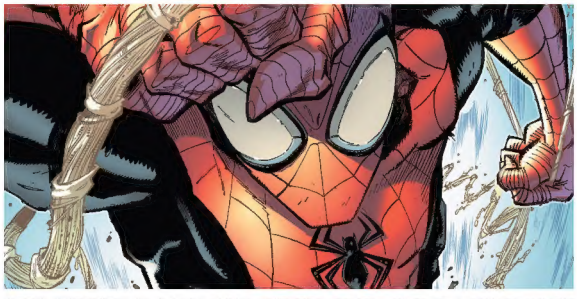
Avenue A.
On the outside, the H.E.A.R.T. clinic is a charitable institution, providing free health care to New York's less fortunate...
...but beneath the surface...
H.E.A.R.T. CLINIC
Hospital for Emergency Aid and Recuperative Therapy
...is a secret medical facility, offering procedures most insurance providers would call unwarranted...
...radical...
...and mostly, too expensive.
But if you ask the clinic's founder, Dr. Elias Wirtham, what it is he offers here...
...he'd say, "hope."
Dr. Wirtham? I--I don't like this. Please take it off.
Don't worry, Amy. That's a magic helmet...
...it's going to help us find out why you're sick.
Can we put it on Pinky? Make him better too?
Absolutely. Pinky the penguin's next.
The scanner's working?
Perfectly. But I know there's more that device can do.
Didn't happen to steal a manual with it as well, did you?
Sorry, Dr. Vargas. But the only one who knows how to access all its functions...
...is its inventor, Otto Octavius. And, unfortunately, the man's dead.

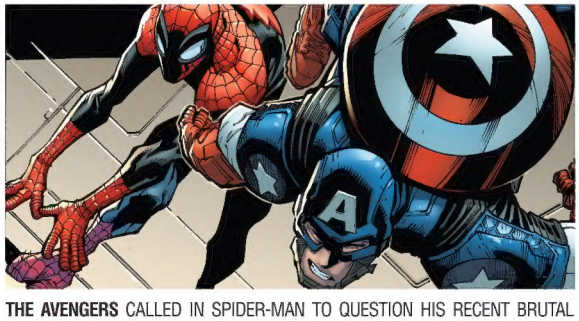
THE SUPERIOR SPIDER-MAN



OTTO OCTAVIUS IS A MAN WHO CHEATED DEATH, BUT AT A PRICE. WHEN HE EXCHANGED BODIES WITH **PETER PARKER,** HE GAINED THE AMAZING SKILLS OF SPIDER-MAN—AND ALL OF PETER'S MEMORIES. OTTO FINALLY UNDERSTANDS PETER'S MISSION OF GREAT RESPONSIBILITY.

BUT A TINY PIECE OF PETER PARKER IS STILL THERE IN THE SUPERIOR SPIDER-MAN'S BRAIN, WATCHING OTTO LIVE OUT HIS LIFE AND TRYING TO KEEP THE REFORMED VILLAIN IN CHECK.

WHEN THE SUPERIOR SPIDER-MAN CAME ACROSS THE VIGILANTE, **CARDIAC,** ATTEMPTING TO STEAL ONE OF DOCTOR OCTOPUS' OLD INVENTIONS, OCTAVIUS BEGAN TO BRUTALLY ASSAULT HIM. WHEN PETER PARKER TRIED TO TAKE CONTROL AND STOP OCTAVIUS, CARDIAC MADE HIS MISTAKE. BUT NOT BEFORE OCTAVIUS COULD TAG HIM WITH A SPIDER-TRACER.



THE AVENGERS CALLED IN SPIDER-MAN TO QUESTION HIS RECENT BRUTAL ATTACKS. OCTAVIUS RESPONDED WITH VIOLENCE, SPARKING A CONFRONTATION WITH THEM.

TROUBLED MIND PART TWO: PROOF POSITIVE

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Avengers Tower.
HOME TO EARTH'S MIGHTIEST HEROES.

SPIDER-MAN! I'M GIVING YOU AN ORDER, MISTER!

YOU WILL STAND DOWN IMMEDIATELY AND SUBMIT TO OUR TESTS!

NEVER!

ZRAK

WRONG PLAY, KID. AND HERE'S WHERE YOU PAY FOR IT!

GUYS, CAREFUL! THAT MAY BE DOCTOR OCTOPUS IN THERE...

...BUT THAT'S STILL MY BODY!

RIGHT. YOU CAN'T HEAR ME WHEN I'M LIKE-- AH! NOT THE FACE!

FALL, CHURLISH SWAIN!

HIS SPIDER-SENSE IS MAKING THIS TOO HARD.

"NOT THE FACE?" WHO SAID THA--

THERE! HE'S DISTRACTED! NOW!

ON IT!

VZAM

YEAH. WE'RE DONE HERE.

SFLANG

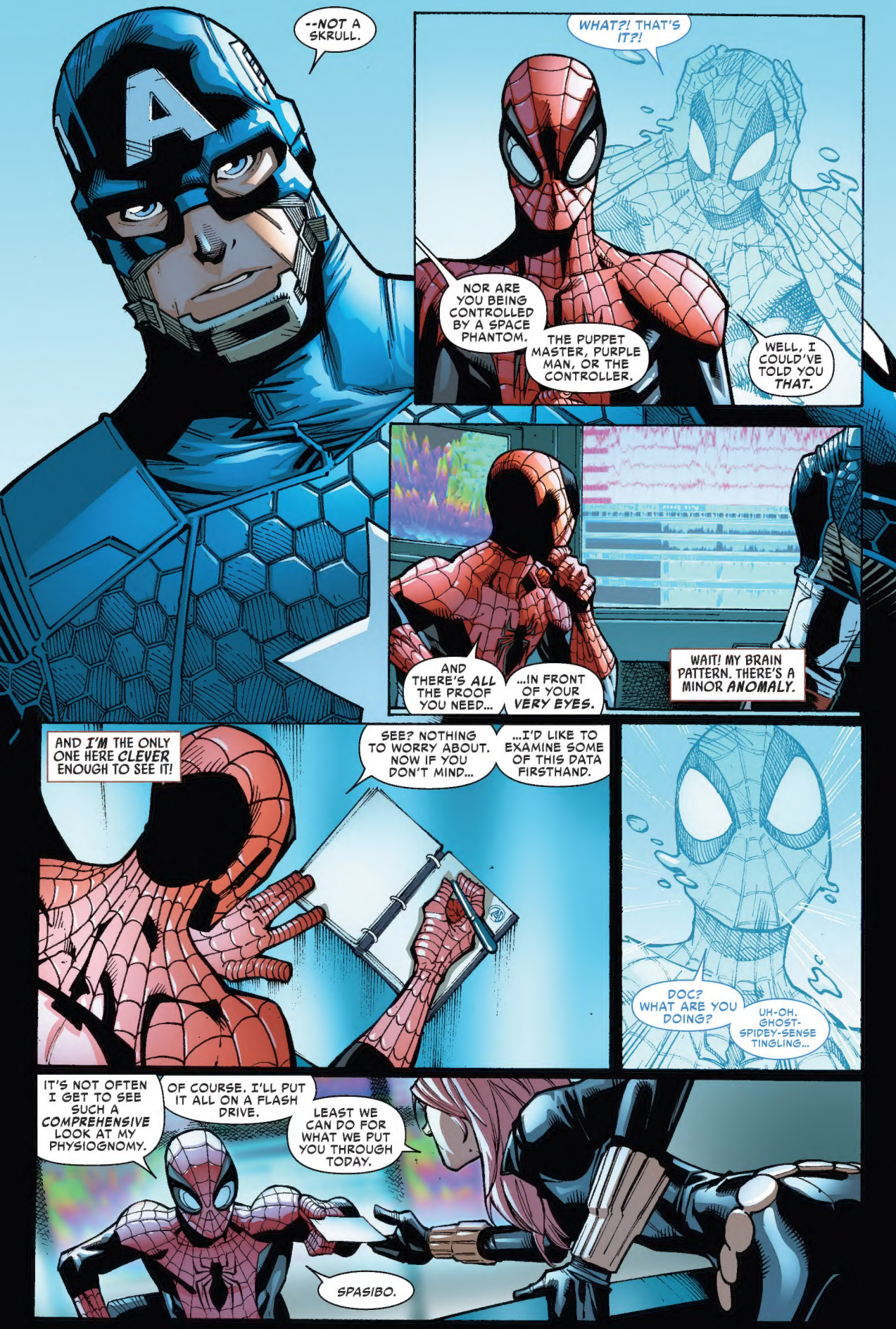
PREP A BED IN THE SICKBAY...

YOU HEARD THE MAN. NIGHTY-NIGHT, OTTO.

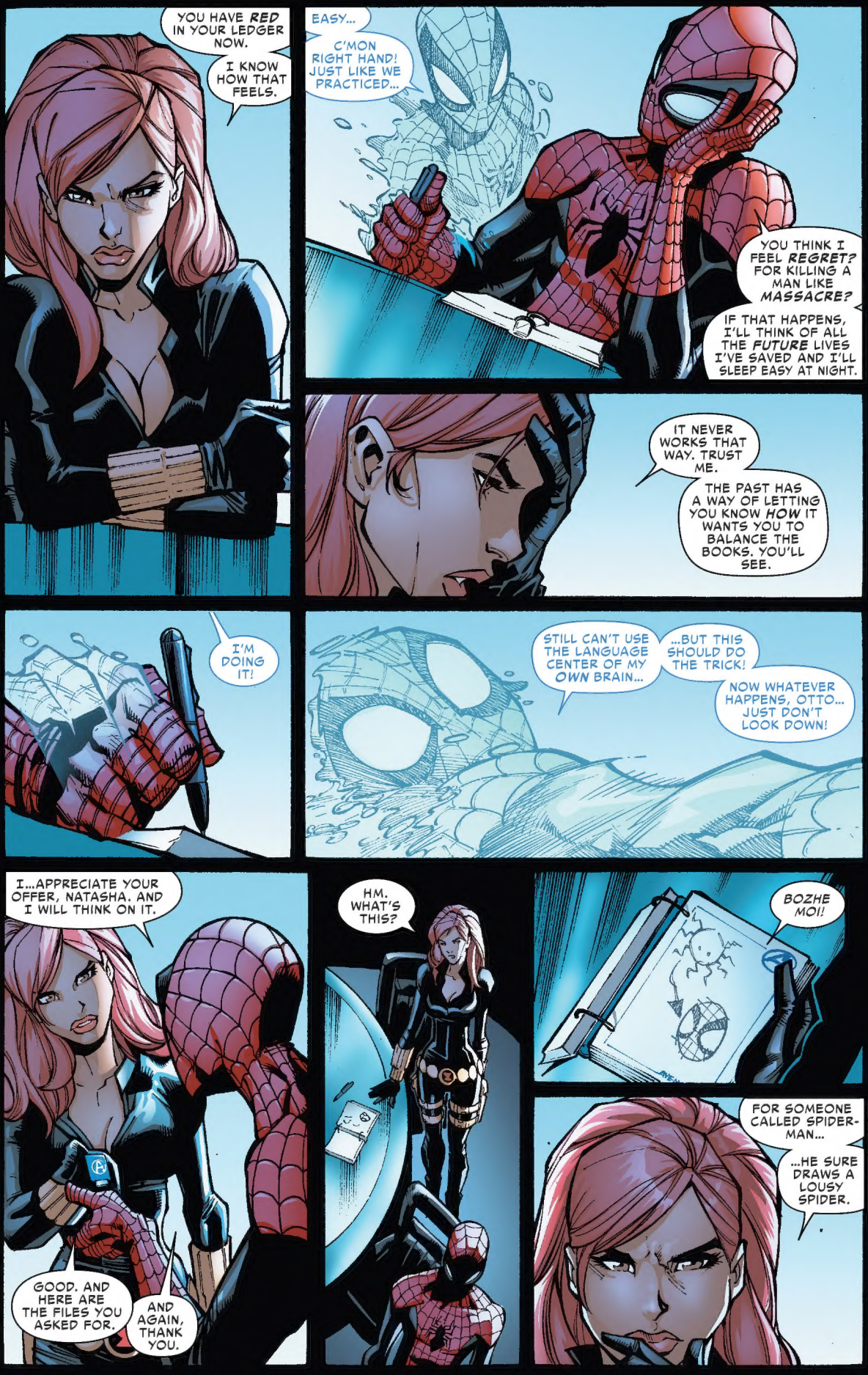
IT'S TIME...

"...WE FINALLY GOT TO THE BOTTOM OF THIS!"
I HAVE A PRETTY GOOD IDEA WHO'S *REALLY* INSIDE THAT SUIT. AND I'M TELLING YOU...
...IT'S *NOT* SPIDER-MAN!
THE PROBLEM IS *PROVING* IT.
EMPIRICALLY. SCIENTIFICALLY. BEYOND A REASONABLE DOUBT.
HONESTLY, AT THIS STAGE, I'M NOT COMFORTABLE TELLING *ANYONE* MY THEORY...
Prospect Heights, Brooklyn.
THE APARTMENT OF OFFICER CARLIE COOPER.
...OR EVEN SAYING IT *OUT LOUD.* IT JUST SOUNDS SO...
...LUDICROUS.
BUT YOU *KNOW* ME. I DON'T GO INTO SITUATIONS LIKE THIS HALF-COCKED. I'M GONNA NEED *HELP* ON THIS ONE.
FROM ME? COOPER, IT'S BECAUSE OF *YOU* THAT I'M--
--ON A "*LEAVE OF ABSENCE.*" *WHY* WOULD I HELP *YOU?*
ONE, BECAUSE I *DIDN'T* TURN YOU IN.
TWO, YOU'RE A *GOOD* PERSON. AND THREE...
WHAT IF I'M *RIGHT?*
OKAY. YOU WIN. LET'S DO THIS.

WHAT? WHERE AM--?
ENCEPHALOGRAPH.
AH. RIGHT.
SUBATOMIC ANALYZER.
I'M WITH THE AVENGERS.
AURAL CHROMASCOPE.
AND I AM COMPLETELY AND UTTERLY...
XENOMORPHIC DETECTOR.
...DEFEATED.
AGAIN.
WE HAVE THE RESULTS.
HERE IT COMES! OH, I CAN'T WAIT!
THIS IS WRONG! IT'S A COMPLETE VIOLATION OF MY--
QUIET! PROCEED, CAPTAIN.
ALL OUR TESTS CONCLUSIVELY PROVE, WITH NO MARGIN FOR ERROR, THAT YOU, SPIDER-MAN, ARE CLEARLY--


--NOT A SKRULL.
WHAT?! THAT'S IT?!
NOR ARE YOU BEING CONTROLLED BY A SPACE PHANTOM.
THE PUPPET MASTER, PURPLE MAN, OR THE CONTROLLER.
WELL, I COULD'VE TOLD YOU THAT.
AND THERE'S ALL THE PROOF YOU NEED...
...IN FRONT OF YOUR VERY EYES.
WAIT! MY BRAIN PATTERN. THERE'S A MINOR ANOMALY.
AND I'M THE ONLY ONE HERE CLEVER ENOUGH TO SEE IT!
SEE? NOTHING TO WORRY ABOUT. NOW IF YOU DON'T MIND...
...I'D LIKE TO EXAMINE SOME OF THIS DATA FIRSTHAND.
DOC? WHAT ARE YOU DOING?
UH-OH. GHOST-SPIDEY-SENSE TINGLING...
IT'S NOT OFTEN I GET TO SEE SUCH A COMPREHENSIVE LOOK AT MY PHYSIOGNOMY.
OF COURSE. I'LL PUT IT ALL ON A FLASH DRIVE.
LEAST WE CAN DO FOR WHAT WE PUT YOU THROUGH TODAY.
SPASIBO.

DON'T THANK US YET. THIS IS FAR FROM OVER. CONSIDER YOURSELF ON *PROBATION.*
WHAT DOES THAT MEAN EXACTLY?
WE'RE WATCHING YOU, SPIDER-MAN. STEP OUT OF LINE, AND YOU'RE *FIRED.*
NATASHA?
A MOMENT PLEASE.
I KNOW WHAT THIS IS ABOUT.
YOU DO?
NOT THAT LONG AGO, YOU AND I...
...AND *SILVER SABLE,* WE FOUGHT TO SAVE THE WORLD FROM DOCTOR OCTOPUS.
I... REMEMBER.
AFTER SABLE DIED ON YOUR WATCH...
...YOU CHANGED.
I READ HOW YOU *TRIED* TO KILL THE LIZARD.
AND NOW WITH *MASSACRE...*
...YOU'VE *CROSSED* THAT LINE.
YES. THAT WAS A...FIRST FOR ME.
I'VE BEEN THERE. AND IF YOU NEED SOMEONE TO TALK TO...
...I'M HERE FOR YOU.
WIDOW! DON'T OPEN UP TO *HIM!*
THAT'S *NOT ME!*
IF ONLY THERE WERE A WAY TO SHOW--WAIT!


YOU HAVE RED IN YOUR LEDGER NOW.
I KNOW HOW THAT FEELS.
EASY...
C'MON RIGHT HAND! JUST LIKE WE PRACTICED...
YOU THINK I FEEL REGRET? FOR KILLING A MAN LIKE MASSACRE?
IF THAT HAPPENS, I'LL THINK OF ALL THE FUTURE LIVES I'VE SAVED AND I'LL SLEEP EASY AT NIGHT.
IT NEVER WORKS THAT WAY. TRUST ME.
THE PAST HAS A WAY OF LETTING YOU KNOW HOW IT WANTS YOU TO BALANCE THE BOOKS. YOU'LL SEE.
I'M DOING IT!
STILL CAN'T USE THE LANGUAGE CENTER OF MY OWN BRAIN...
...BUT THIS SHOULD DO THE TRICK!
NOW WHATEVER HAPPENS, OTTO... JUST DON'T LOOK DOWN!
I...APPRECIATE YOUR OFFER, NATASHA. AND I WILL THINK ON IT.
GOOD. AND HERE ARE THE FILES YOU ASKED FOR.
AND AGAIN, THANK YOU.
HM. WHAT'S THIS?
BOZHE MOI!
FOR SOMEONE CALLED SPIDER-MAN...
...HE SURE DRAWS A LOUSY SPIDER.

I CAN'T BELIEVE NONE OF THEM WERE SMART ENOUGH TO NOTICE THAT DEVIATION IN MY BRAIN PATTERN!
IT'S JUST DUMB LUCK THAT IRON MAN IS BUSY GALLIVANTING THROUGH SPACE...
...AND GIANT-MAN'S OFF SOMEWHERE PLAYING WITH HIS TOYS.
THANK GOD THE ONLY AVENGERS ON CALL WERE A BUNCH OF BUTTON-PUSHING MONKEYS...
...WHO PROBABLY CAN'T EVEN PROGRAM A DVR!
AH! MY LAB AT HORIZON...
OUT OF MY WAY!
PETER? WHAT'S THE MATTER? CAN WE--?
NO TIME TO EXPLAIN. NOT TO THE LIKES OF YOU!
AR
I HAVE TO STUDY THIS DATA IMMEDIATELY.
KLIK
AWW NO. ARE YOU ON TO ME, DOC?
THESE ARE INCONCLUSIVE! I NEED A BETTER SCAN OF MY BRAIN...

...AND I KNOW JUST WHERE TO GET ONE!
WHAT'S AMY'S STATUS? ARE WE READY FOR SURGERY, DR. VARGAS?
AS READY AS WE CAN BE.
WE'VE MAPPED AS MUCH OF THE TROUBLED AREA AS POSSIBLE, BUT WITHOUT ADDITIONAL--
ZRRRRR
THE INTRUDER ALARM!
MY GOD.
DR. WIRTHAM? WHAT DO WE DO?
IT'S THE COPS! THEY'RE SHUTTING US DOWN.
WE'RE ALL GONNA LOSE OUR LICENSES--
LICENSES? AFTER THIS? WE'RE ALL GOING TO JAIL, YOU IDIOT!
SHUT UP! BOTH OF YOU! WHAT ABOUT THE PATIENTS?
ZRRRRRRZRRRRRRZRRRRR
EVERYONE, REMAIN CALM.
ALARM SYSTEM: OFF!
I'LL DEAL WITH THIS...
ZRRRRRRZRRRRRRZRRRRRRZRRR--

...AS CARDIAC!
A SPIDER-TRACER! IT'S HIM--
IT WAS ONLY A MATTER OF TIME BEFORE THIS HAPPENED.
HOW DID THE AUTHORITIES FIND US? ONE OF OUR PATIENTS? A FAMILY MEMBER? SOMEONE ON STAFF--
WHAT?
SPIDER-MAN!
K-FLANG
CARDIAC! I'M OFFERING YOU THIS ONE CHANCE.
GIVE ME WHAT I'M AFTER, AND THIS ALL ENDS NOW.
LET ME GUESS. AND THAT WOULD BE...
THE NEUROLITIC SCANNER!
NOT ON YOUR LIFE!

VERY WELL THEN--

THE DIE IS CAST!

WHAT IN GOD'S NAME ARE YOU DOING?!

STOP IT THIS INSTANT!

HA! YOU DON'T GET IT, DO YOU? THIS IS THE REMATCH...

...AND SPIDER-MAN ALWAYS WINS THE REMATCH.

TRUST ME. I'M AN AUTHORITY ON THE SUBJECT.

YOU MANIAC! CAN'T YOU SEE WHERE WE ARE?!

THIS IS A HOSPITAL!

ZKOW

SAID THE MAN FIRING THE ENERGY STAFF.

GRAH!

DON'T GET ANGRY WITH ME, YOU BUMBLING LOUT!

I GAVE FAIR WARNING! THIS IS ALL ON YOUR...

...HEAD?

MY--THE NEUROLITIC SCANNER!

CARDIAC?

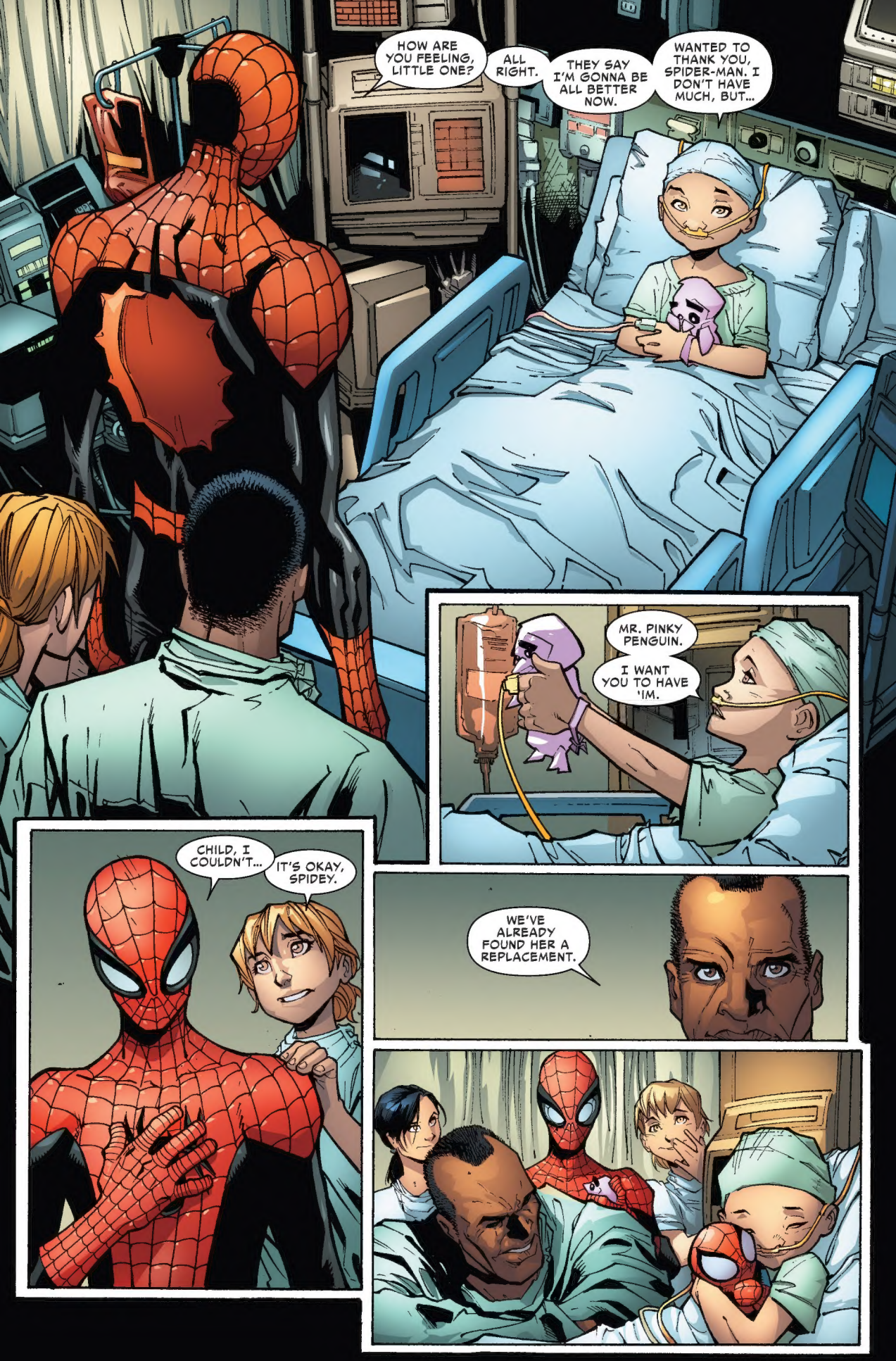
DON'T DO IT, OCK!
QUIET! I WILL DO--
--OR TAKE WHAT I WANT!
NO! PLEASE!
GONNA BE OKAY. IT'S A MAGIC HELMET.
GONNA BE OKAY...
YOU'RE INSANE!
YOU'RE REALLY GOING TO DO IT, AREN'T YOU?
SNATCH THAT OFF A LITTLE GIRL'S HEAD?! WON'T LET YOU--
NO! I'M IN THE RIGHT! RETRIEVING STOLEN PROPERTY!
THIS BELONGS TO DR. OTTO OCTAVIUS!
YES! AND I AM USING IT TO UNDO ONE OF HIS CRIMES!
SAVING A LIFE THAT OCTAVIUS HIMSELF PLACED IN JEOPARDY!
WHAT?! EXPLAIN!

LAST SUMMER, WHEN DOCTOR OCTOPUS TRIED TO BLACKMAIL THE WORLD...
HIS GLOBAL WARMING SCHEME. I... REMEMBER.
YEAH, YOU BETTER REMEMBER. YOU ALMOST FRIED HALF THE PLANET, YOU WACKO!
...HE GAVE US A TASTE OF WHAT LIFE WOULD BE LIKE WITH NO OZONE LAYER.
FOR OCTAVIUS THIS WAS A SHOW OF STRENGTH--A WAY TO INTIMIDATE ALL LIFE ON EARTH.
BUT HE NEVER SPARED A THOUGHT FOR WHAT THAT INTENSE HEAT WOULD DO...
...TO THOSE ALREADY SICK AND INFIRM.
AMY CHEN SURVIVED A CAR ACCIDENT THAT TOOK HER PARENTS... AND LEFT HER WITH SEVERE BRAIN DAMAGE.
BACK IN AMAZING SPIDER-MAN: ENDS OF THE EARTH.
THAT HEAT...
...THAT INTENSE HEAT...
...IT WOULD CAUSE TERRIBLE COMPLICATIONS.
THAT POOR CHILD. THIS IS ALL MY--I--

I CAN MAKE THIS RIGHT!
I DON'T SEE HOW. ONLY OCTAVIUS--
DR. OTTO OCTAVIUS WAS A BRILLIANT MAN--AND MY GREATEST ENEMY.
I'VE DEDICATED MY LIFE TO STUDYING HIS TECHNOLOGY. I AM VERY FAMILIAR WITH THIS DEVICE.
YOU CAN WORK THE NEUROLITIC SCANNER?
LIKE A VIRTUOSO! YOU JUST WATCH!
I'LL MAP THIS CHILD'S MIND DOWN TO ITS LAST NEURON.
I WILL REPAIR ALL THE DAMAGE AND PERFORM THE SURGERY MYSELF!
CAN YOU, DOC?
CAN YOU REALLY DO THAT?
SPIDER-MAN? YOU KNOW HOW TO USE THE MAGIC HELMET?
SHH. MY DEAREST GIRL, I'M THE MAGICIAN WHO MADE IT.

I MUST BE OUT OF MY MIND. I DON'T KNOW WHO YOU ARE, YOUR CREDENTIALS...
...IF YOU'RE EVEN A DOCTOR OR JUST A MAN IN A MASK...
SAYS CARDIAC.
SPIDER-MAN? YOUR HAND. IT'S TREMBLING.
IT WILL PASS.
I KNOW YOU, DOC. YOU'RE ARROGANT. FULL OF YOURSELF.
I WON'T LET YOU DO THIS! I DON'T KNOW IF YOU CAN!
FOR THE SAKE OF THIS GIRL. I SAY--
IT!
WILL!
PASS!
SPIDER-MAN?
DOCTOR?
ARE YOU READY?
YES. IT'S TIME.
TIME TO START BALANCING MY BOOKS.

YOU WERE *BRILLIANT* BACK THERE. ALL THESE YEARS WE FOUGHT-- I NEVER KNEW.
UNDER THAT MASK WAS A MAN OF SUCH SKILL!
I WAS WRONG ABOUT YOU TOO. LOOK AT ALL OF THIS...
...A SECRET UNDERGROUND BASE, IMPRESSIVE EQUIPMENT, MINIONS.
WORKING OUTSIDE THE LAW, BUT DOING *GOOD*. I APPROVE. IN FACT...
...ANYTHING YOU OR THIS PLACE NEEDS OF ME, ALL YOU HAVE TO DO IS ASK.
THANK YOU. NOW ABOUT THE SCANNER.
YOU *NEED* IT FOR SOMETHING, DON'T YOU?
ONLY FOR A LITTLE WHILE. I PROMISE TO RETURN IT.
THEN IT'S YOURS, MY FRIEND. USE IT IN GOOD HEALTH.
AW, CRAP.
CARDIAC! WHY'D YOU HAVE TO GO AND DO THAT?
DOCTORS? OUR PATIENT'S UP. AND SHE'S ASKING FOR YOU.
BOTH OF YOU.


HOW ARE YOU FEELING, LITTLE ONE?
ALL RIGHT.
THEY SAY I'M GONNA BE ALL BETTER NOW.
WANTED TO THANK YOU, SPIDER-MAN. I DON'T HAVE MUCH, BUT...
MR. PINKY PENGUIN.
I WANT YOU TO HAVE 'IM.
CHILD, I COULDN'T...
IT'S OKAY, SPIDEY.
WE'VE ALREADY FOUND HER A REPLACEMENT.

I HAVE NEVER RECEIVED A TOKEN LIKE THIS.
NEVER HAD THIS KIND OF VICTORY.
BEING A HERO? THIS...SUITS ME.
I'VE FINALLY FOUND IT, HAVEN'T I? THE GREATNESS I WAS BORN FOR.
YEAH, DON'T GET USED TO IT, OTTO.
SO YOU PUT ONE IN THE WIN COLUMN. DOESN'T MEAN I'M GONNA STOP FIGHTING YOU!
I AM GOING TO FIND A WAY BACK!
NO, PETER. YOU WON'T.
WHAT? YOU CAN--YOU KNOW I'M HERE?
I DO NOW. I'VE FOUND YOU. YOU'RE THE ANOMALY.
ALL OF PETER'S MEMORIES I KEPT IN THIS HEAD, TAKING ON A LIFE OF THEIR OWN.
WHOA!
TIME TO PUT A STOP TO THAT.
ROBOT!
WHIRR CLICK-IK. YES, DOCTOR?
READY MY EQUIPMENT. I'M GOING TO PERFORM A PARKER-ECTOMY!
AR
NEXT: AMAZING vs SUPERIOR

'SUP SPIDER-MAN

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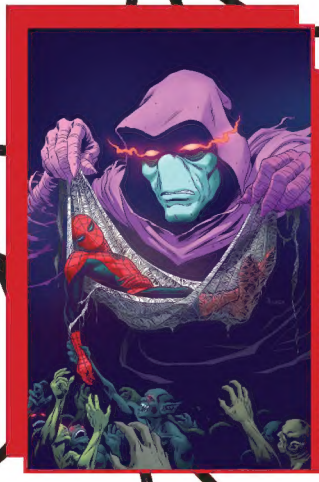
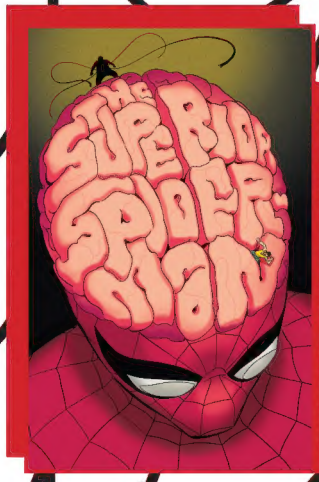
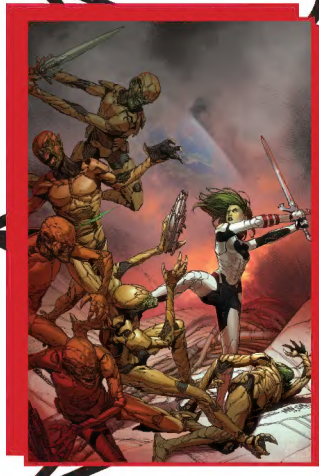


AVENGING SPIDER-MAN #19



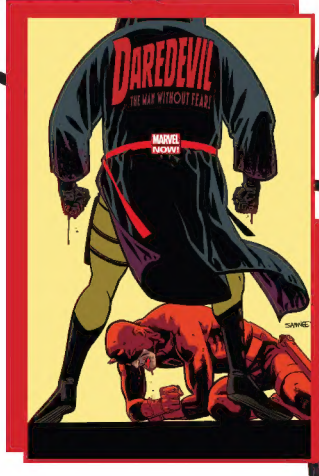
SUPERIOR SPIDER-MAN #9



GUARDIANS OF THE GALAXY #2

HAWKEYE #9

THANOS RISING #1



DAREDEVIL #25

SCARLET SPIDER #16

CAPTAIN MARVEL #12